

RECORDATION NO. 7029-E FILED

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OCT 18 '00

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 16, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Master Release of Trustee, dated as of March 15, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement and Lease of Equipment which were previously filed with the Commission under Recordation Numbers 7029, ~~7004~~ and ~~7400~~.

The name and address of the party to the enclosed document are:

Secured Party:

First Union National Bank
(successor to Inter National Bank
of Miami)
200 South Biscayne Blvd.
Miami, FL 33131

[Owner Trustee/
Lessor:

Trust Company for USL, Inc.]

[Lessee:

Canadian National Railway Company]

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A description of the railroad equipment covered by the enclosed document is:

350 gondola cars CN 137000 - CN 137349, 47 flatcars CN 682050 -
CN 682096, 100 boxcars CN 407000 - CN 407099 and 30 M-420
locomotives CN 2500 - CN 2529

A short summary of the document to appear in the index follows:

Master Release of Trustee covering 350 gondola cars CN 137000 -
CN 137349, 47 flatcars CN 682050 - CN 682096, 100 boxcars CN
407000 - CN 407099 and 30 M-420 locomotives CN 2500 - CN 2529.

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MASTER RELEASE OF TRUSTEE dated as of March 15, 2000.

WHEREAS, Inter National Bank of Miami (predecessor-in-interest to *First Union National Bank*) as trustee ("Trustee") and **Trust Company for USL, Inc.** (now known as *Taurus Trust Company, Inc.*) as owner-trustee ("Owner-Trustee") entered into the following agreements:

Equipment Trust Agreement No. 1 dated as of April 1, 1973 [Primary Recordation Number: 7029] as amended by an **Amendment** dated as of September 15, 1973 (secured by an interest in i) the rolling stock and locomotives specified in the 'Schedule I - Lease No. 1' attached hereto as Exhibit A and ii) the **Lease of Equipment No. 1** dated as of April 1, 1973 as amended by such Amendment between the Owner Trustee as lessor and **Canadian National Railway Company** ("Lessee") as lessee of such rolling stock and locomotives);

Equipment Trust Agreement No. 2 dated as of April 1, 1973 [Primary Recordation Number: 7034] as amended by an **Amendment** dated as of June 20, 1973 and an **Amendment** dated as of September 15, 1973 (secured by an interest in i) the rolling stock specified in the 'Schedule I - Lease No. 2' attached hereto as Exhibit B and ii) the **Lease of Equipment No. 2** dated as of April 1, 1973 as amended by each of the two aforementioned Amendments between the Owner Trustee as lessor and Lessee as lessee of such rolling stock);

Equipment Trust Agreement dated as of January 15, 1974 [Primary Recordation Number: 7400] (secured by an interest in i) the rolling stock specified in the 'Schedule I - Equipment Trust Agreement' attached hereto as Exhibit C and ii) the **Lease of Equipment** dated as of January 15, 1974 between the Owner Trustee as lessor and Lessee as lessee of such rolling stock);

AND WHEREAS, the Owner-Trustee has performed its obligations under each of the aforementioned Equipment Trust Agreements, as they may have been amended or supplemented from time to time.

IN WITNESS WHEREOF, the Trustee wishes to show for the public record that i) each of the aforementioned Equipment Trust Agreements have been terminated and ii) it hereby releases its security interest in x) each of the aforementioned Leases of Equipment and y) all the units of rolling stock and locomotives specified in the schedules hereto and

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the equipment schedules to the documents described above. Accordingly, the Trustee has caused this Release of Trustee to be executed by its officer thereunto duly authorized.

FIRST UNION NATIONAL BANK,
not in its individual capacity but
solely as trustee

By:



Its:

BYRON MERINO
VICE PRESIDENT

Note: Each of the above described documents was i) deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act) and ii) filed at the Interstate Commerce Commission (now the Surface Transportation Board) pursuant to Section 20c of the Interstate Commerce Act (now 49 U.S.C 11301) and assigned various recordation numbers under the primary recordation numbers as described above.

CN File Reference: 2042-30 & 2042-37

STATE OF FLORIDA

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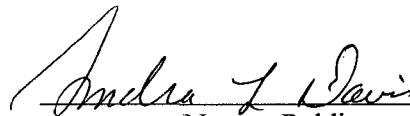
*In the matter of a Release of Trustee dated
as of March 15, 2000.*

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CITY OF MIAMI

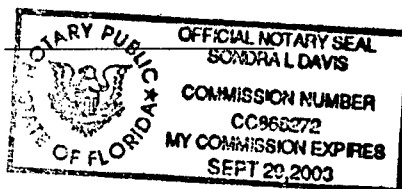
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On this 21st day of September, 2000, before me personally appeared BYRON MERINO, to me personally known, who, being by me duly sworn, says that he / she is VICE PRESIDENT of First Union National Bank, that the foregoing instrument was signed on behalf of said bank by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



Notary Public

My commission expires:



SCHEDULE I - LEASE NO. 1


Group A and Group C and Group E Units*

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
350	52'6" 100-ton fixed end gondola cars	CN137000 to 137349
47	89'4" double hitch flat cars	CN682050 to 682096
100	50'6" cushioned under-frame box cars	CN407000 to 407099

Group B and Group D and Group E Units*

30	2000 H.P.M.-420 Diesel Locomotives	CN2500 to 2529
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* Group A and Group B Units delivered after June 30, 1973, but on or prior to August 31, 1973, become Group C and Group D Units, respectively, and Group A, Group B, Group C and Group D Units delivered after August 31, 1973, but on or prior to March 1, 1974, become Group E Units.




SCHEDULE I - LEASE NO. 2

Group A and Group B Units*

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers</u> <u>(both inclusive)</u>
400	50'6" cushioned underframe box cars	CNIS 408000 to 408149 and DWC 403500 to 403749
24	3300 cubic feet pressure flow covered hopper cars	CNIS 374500 to 374523

*Group A Units delivered after June 30, 1973, become
Group B Units.



SCHEDULE I - Equipment Trust Agreement

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers</u> <u>(both inclusive)</u>
120	70 ton 52'8" Bulkhead Flat Cars	DWC 605680 to 605799
31	100 ton 86'6" High Cube Box Cars	CNA 795000 to 795030